

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA  
NEW YORK, N. Y. 10005

3-C70A099

RALPH L. McAFEE  
HENRY W. DEKOSMIAN  
ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
HENRY P. RIORDAN  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
WILLIAM J. SCHRENK, JR.  
BENJAMIN F. CRANE  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
RICHARD S. SIMMONS  
WAYNE E. CHAPMAN  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
JAMES H. DUFFY  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
CHRISTINE BESHAR  
ROBERT S. RIFKIND

DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS  
MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
ALAN C. STEPHENSON  
RICHARD L. HOFFMAN  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
WILLIAM P. DICKEY  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER  
EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER

COUNSEL  
MAURICE T. MOORE  
FRANCIS F. RANDOLPH, JR.

TELEPHONE  
212 422-3000

TELEX  
RCA 233663  
WUD 125547  
WUI 620976

CABLE ADDRESSES  
CRAVATH, N. Y.  
CRAVATH, LONDON E. C. 2  
2 HONEY LANE, CHEAPSIDE  
LONDON EC2V 8BT, ENGLAND  
TELEPHONE: 1-606-1421  
TELEX: 8814901  
RAPIFAX/INFOTEC:  
1-606-1425

RECORDATION CO.

12600-126  
MAR 11 1983  
7:00 PM  
Washington, D. C.

MAR 11 1983 - 2 05 PM  
INTERSTATE COMMERCE COMMISSION

FILE OPERATION  
MAR 11 1983  
5:31 PM

March 10, 1983

## Release and Termination Agreement Dated as of February 14, 1983

Amending Car Lease Agreement--Recordation No. 12600

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Missouri-Kansas-Texas Railroad Company for filing and recordation counterparts of the following document:

Release and Termination Agreement dated as of February 14, 1983, executed by Southwestern States Management Co., as Lessor, and Missouri-Kansas-Texas Railroad Company, as Lessee.

The Release and Termination Agreement cancels and terminates the Car Lease Agreement dated as of December 22, 1980, covering one hundred (100) 100-ton 4,750 cu.ft. covered triple hopper cars bearing the Railroad's road numbers MKT 4500 through MKT 4599, both inclusive, filed with the Interstate Commerce Commission on December 19, 1980, Recordation Number 12600.

Please file and record the Release and Termination Agreement submitted with this letter and assign it Recordation Number 12600-A.

This one is  
12600-A

Enclosed is a check for \$10.00 payable to the Interstate Commerce Commission for the recordation fee for the Release and Termination Agreement.

Please stamp all counterparts of the enclosed document with your official recordation stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as Agent for  
Missouri-Kansas-Texas  
Railroad Company

Agatha L. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

12600-A  
12600-A  
MAR 11 1983 -2 05 PM

**INTERSTATE COMMERCE COMMISSION** RELEASE AND TERMINATION AGREEMENT

WHEREAS, SOUTHWESTERN STATES MANAGEMENT CO., a Missouri corporation, as Lessor (hereinafter called "Lessor"), did execute and enter into that certain Car Lease Agreement with MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation, as Lessee (hereinafter called "Lessee"), dated as of the 22nd day of December, 1980, pursuant to which the Lessee leased from Lessor, for the term and subject to the terms and provisions stated therein, One Hundred (100) 100-ton 4,750 cu. ft. covered triple hopper cars, as more fully described therein; and

WHEREAS, said Car Lease Agreement was filed with the Interstate Commerce Commission on December 19, 1980, and assigned Recordation No. 12600; and

WHEREAS, said Car Lease Agreement was subsequently amended by Amendment No. 1 to Car Lease Agreement dated as of December 22, 1980, whereby Lessee was given an option to purchase said cars, as more fully set forth therein; and

WHEREAS, the acquisition costs of said cars are being refinanced and it is deemed to be in the best interest of both parties to cancel and terminate said Car Lease Agreement, as amended, in its entirety, effective as of the date of execution hereof;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid to Lessor by Lessee, and other good and sufficient consideration, it is hereby agreed by and between the parties hereto that the Car Lease Agreement dated December 22, 1980, as amended, between SOUTHWESTERN STATES MANAGEMENT CO. and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY be, and it is, hereby cancelled and terminated and neither party shall have any claim or claims against the other, except for any rights of Lessor pursuant to said Car Lease Agreement to be indemnified and which rights are specifically stated to survive the termination of the Car Lease Agreement.

IN WITNESS WHEREOF, the parties have duly executed this Release and Termination Agreement as of the 14th day of February, 1983.

SOUTHWESTERN STATES MANAGEMENT CO.,  
Lessor

By: W. H. Zeidel  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

MISSOURI-KANSAS-TEXAS RAILROAD COMPANY,  
Lessee

By: [Signature]  
President

ATTEST:

[Signature]  
Secretary

THE STATE OF TEXAS:

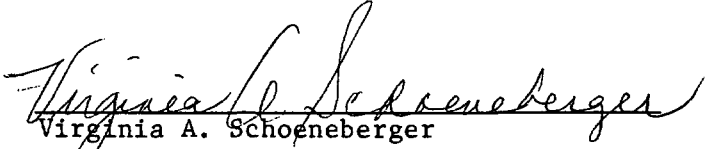
On this 9th day of February, 1983, before me personally appeared W. H. Zeidel, to me personally known, who, being by me duly sworn, says that he is Vice President of SOUTHWESTERN STATES MANAGEMENT CO., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Betty Burge  
Betty Burge  
Notary Public in and for the State of  
Texas

My Commission expires: March 24, 1986.

THE STATE OF TEXAS:

On this 9th day of February, 1983, before me personally appeared H. L. Gastler, to me personally known, who, being by me duly sworn, says that he is President of MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Virginia A. Schoeneberger  
Notary Public in and for the State of  
Texas

My Commission expires: March 24, 1986.